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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB Number:	3235-0076
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FORM D OF EXCLUSIVE RESORTS REAL
ESTATE HOLDINGS III, LLC
2004 SENIOR NOTES/BRIDGE
FINANCING

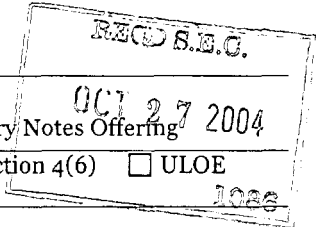
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OCT 29 2004

THOMSON
FINANCIAL

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING
EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Exclusive Resorts Real Estate Holdings III, LLC: Bridge Financing/2004 Senior Secured Promissory Notes Offering

Filing Under (Check box(es) that apply) ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE
Type of Filing: ☐ New Filing ☒ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Exclusive Resorts Real Estate Holdings III, LLC ("ER Holdings III" or "Issuer") *

*** together with certain of its wholly-owned single member subsidiaries (which entities may differ as co-borrowers from time to time), of which ER Holdings III is the Manager and Sole Member: Exclusive Resorts WD1, LLC; Exclusive Resorts WD2, LLC; Exclusive Resorts WD3, LLC; Exclusive Resorts WD4, LLC; Exclusive Resorts TC1, LLC; Exclusive Resorts TC2, LLC; Exclusive Resorts TC3, LLC; Exclusive Resorts TC4, LLC (together with the Issuer and each subsidiary herein collectively as the "Borrower")**

Address of Executive Offices (Number and Street, City, State, Zip Code)
1530 Sixteenth Street, Suite 600, Denver, CO 80202

Telephone Number (including Area Code)
(800) 447-8988

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)

Telephone Number (including Area Code)

Brief Description of Business

Exclusive Resorts Real Estate Holdings III, LLC is organized for the purposes of (a) investing in affiliated companies, and (b) owning, holding, leasing, acquiring interests in, and otherwise dealing with, certain properties.

Type of Business Organization

☐ corporation ☐ limited partnership, already formed ☒ Limited Liability Company
☐ business trust ☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month [0] [2] Year [0] [4] ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [D] [E]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W. Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years,
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Member

Full Name (Last name first, if individual)
Handler, Bradley A.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Exclusive Resorts Real Estate Holdings III, LLC, 1530 Sixteenth Street, Suite 600, Denver, CO 80202

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Member

Full Name (Last name first, if individual)
Handler, Brent L.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Exclusive Resorts Real Estate Holdings III, LLC, 1530 Sixteenth Street, Suite 600, Denver, CO 80202

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Member

Full Name (Last name first, if individual)
Filippini, Jr., Thomas W.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Exclusive Resorts Real Estate Holdings III, LLC, 1530 Sixteenth Street, Suite 600, Denver, CO 80202

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Member

Full Name (Last name first, if individual)
Greenman, Brian J.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Exclusive Resorts Real Estate Holdings III, LLC, 1530 Sixteenth Street, Suite 600, Denver, CO 80202

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Member

Full Name (Last name first, if individual)
Parsons, Jr., Robert E.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Exclusive Resorts Real Estate Holdings III, LLC, 1530 Sixteenth Street, Suite 600, Denver, CO 80202

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Member

Full Name (Last name first, if individual)
Davis, Donn

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Exclusive Resorts Real Estate Holdings III, LLC, 1530 Sixteenth Street, Suite 600, Denver, CO 80202

A. BASIC IDENTIFICATION DATA

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Member

Full Name (Last name first, if individual)
Harris, Todd

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Exclusive Resorts Real Estate Holdings III, LLC, 1530 Sixteenth Street, Suite 600, Denver, CO 80202

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Member

Full Name (Last name first, if individual)
Ross, Cathy

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Exclusive Resorts Real Estate Holdings III, LLC, 1530 Sixteenth Street, Suite 600, Denver, CO 80202

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Member Managing

Full Name (Last name first, if individual)
Alps Investment LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Kokua, LLC, 1718 N Street, NW, Washington, DC 20036

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director

[x] Manager and Sole Member

Full Name (Last name first, if individual)
Exclusive Resorts Club I Holdings, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
1530 Sixteenth Street, Suite 600, Denver, CO 80202

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ Member

Full Name (Last name first, if individual)
ER Group, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
1530 Sixteenth Street, Suite 600, Denver, CO 80202

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ Member

Full Name (Last name first, if individual)
Kokua LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
1718 N Street, NW, Washington, DC 20036

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes ☐ No ☒
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ N/A Yes ☐ No ☒
3. Does the offering permit joint ownership of a single unit? Yes ☐ No ☒
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Yes ☐ No ☒

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate In-Kind Value of Securities	Principal Sum Paid
Debt – Additional Senior Secured Notes due February 19, 2005 ("Notes")	\$ <u>16,850,000</u>	\$ <u>16,850,000</u>
Equity	\$ <u>0</u>	\$ <u>0</u>
<input type="checkbox"/> Common Stock		
<input type="checkbox"/> Preferred Stock		
Convertible Securities	<u>0</u>	<u>0</u>
Partnership Interests	\$ <u>0</u>	\$ <u>0</u>
Other	\$ <u>0</u>	\$ <u>0</u>
Total	\$ <u>16,850,000</u>	\$ <u>16,850,000</u>

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Dollar Value of Securities Exchanged
Accredited Investors	<u>16</u>	\$ <u>16,850,000</u>
Non-accredited Investors	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only)	<u>0</u>	\$ <u>0</u>

Answer also in Appendix, Column 4, if filing under ULOE.

¹ As consideration for the advancement of additional cash loans from 3 investors (1 of which is an existing Noteholder) to ER Holdings III, ER Holdings III and its subsidiaries issued an additional \$5,000,000 in Notes. The Notes are secured with a continuing security interest in certain property ("collateral") of ER Holdings III. The original Notes to 14 investors were guaranteed by Exclusive Resorts, LLC as the Guarantor to each Noteholder the due and punctual payment and performance of the entire amount of the loan pursuant to the Note made by the Issuer to such loan Noteholders.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C Question 1.

Type of Offering.....	Type of Security	Dollar Amount Sold
Rule 505	N/A	\$ N/A
Regulation A.....	N/A	\$ N/A
Rule 504	N/A	\$ N/A
Total	N/A	\$ N/A

- 4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer of Agent's Fees	<input type="checkbox"/>	\$	o
Printing and Engraving Costs	<input type="checkbox"/>	\$	o
Legal Fees.....	<input checked="" type="checkbox"/>	\$	6,000
Accounting Fees	<input type="checkbox"/>	\$	o
Engineering Fees	<input type="checkbox"/>	\$	o
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$	o
Other Expenses (identify)	<input type="checkbox"/>	\$	o
Total Expenses paid out of available capital	<input checked="" type="checkbox"/>	\$	6,000

- b. Enter the difference between the aggregate offering price given in response to Part C--Question 1 and total expenses furnished in response to Part C--Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

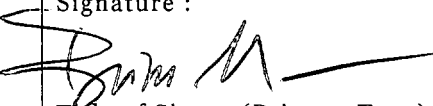
No expenses deducted from aggregate amount of the Notes

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C--Question 4.b above.

		Payments to Officers, Directors & Affiliates		Payments to Others
Salaries and fees.....	<input type="checkbox"/>	\$	o	<input type="checkbox"/> \$ o
Purchase of real estate.....	<input type="checkbox"/>	\$	o	<input type="checkbox"/> \$ o
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$	o	<input type="checkbox"/> \$ o
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$	o	<input type="checkbox"/> \$ o
Acquisition of other businesses	<input type="checkbox"/>	\$	o	<input type="checkbox"/> \$ o
Repayment of indebtedness: Issuance of promissory notes in exchange for the advancement of a loan	<input checked="" type="checkbox"/>	\$	16,850,000	<input type="checkbox"/> \$ o
Working capital	<input type="checkbox"/>	\$	o	<input type="checkbox"/> \$ o
Other (specify):	<input type="checkbox"/>	\$	o	<input type="checkbox"/> \$ o
Column Totals	<input checked="" type="checkbox"/>	\$	16,850,000	<input type="checkbox"/> \$ o
Total Payments Listed (column totals added)			\$	16,850,000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

<p>Issuer/Borrower (Print or Type):</p> <p><u>PAYOR/ISSUER:</u></p> <p>Exclusive Resorts Real Estate Holdings III, LLC</p> <p>And</p> <p><u>BORROWER</u></p> <p>By: Exclusive Resorts Real Estate Holdings III, LLC, the Manager and Sole Member of each of the subsidiary entities</p>	<p>Date: October <u>22</u>, 2004</p>
<p>Name of Signer (Print or Type):</p> <p>Brian J. Greenman</p>	<p>Signature : </p> <p>Title of Signer (Print or Type):</p> <p>Chief Financial Officer</p>

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C.1001.)